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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, MAY 21, 1999

JOINT PETITION OF

DOMINION RESOURCES, INC.

CASE NO. PUA990020

and

CONSOLIDATED NATURAL GAS COMPANY

For approval of agreement and plan
of merger under Chapter 5 of Title 56
of the Code of Virginia

ORDER FOR NOTICE AND COMMENT AND EXTENDING TIME FOR REVIEW

On April 5, 1999, Dominion Resources, Inc. ("DRI") and Consolidated Natural Gas Company ("CNG") (collectively, the "Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction that would result in CNG becoming a wholly owned subsidiary of DRI. On May 6, 1999, the Petitioners provided additional information clarifying and amending the joint petition. The Petitioners subsequently filed an Amended and Restated Agreement and Plan of Merger on May 21, 1999.

Staff advises that it considers the joint petition complete as of May 21, 1999. In its May 21, 1999 filing, Petitioners represent that they consider the joint petition complete for purposes of § 56-88.1 and § 56-90 as of the date of its most recent filing.

Having considered the above-referenced filings and representations, we therefore deem the joint petition completed as of its filing on May 21, 1999. Pursuant to § 56-88.1, the Commission has sixty (60) days after the filing of a completed petition in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional one hundred and twenty (120) days.

We note that the issues involved in the joint petition are complex and will require additional time for review. As such, we are of the opinion that sixty (60) days is not sufficient time in which to investigate fully matters associated with the proposed merger. It is therefore appropriate to extend the period for review of issues under § 56-88.1 for a period up to one hundred and twenty (120) days from the original sixty (60) day time period, or through November 17, 1999.

We are also of the opinion that public notice should be given and that interested persons should have an opportunity to comment or request a hearing on the joint petition. We are of the further opinion that, in the event issues involving discovery should arise in this proceeding, such issues should be directed to a Hearing Examiner assigned to hear such matters. Accordingly,

IT IS ORDERED THAT:

(1) The date for issuance of a final order in this proceeding be, and hereby is, extended for one hundred and twenty (120) days from May 21, 1999, to November 17, 1999.

(2) Petitioners shall promptly make a copy of their petition and supporting material available to the public, who may obtain a copy of the petition, at no charge, by requesting it in writing from DRI's counsel at the address detailed below.

(3) Any interested person wishing to comment on the petition shall, on or before July 13, 1999, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA990020.

(4) On or before July 13, 1999, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA990020. Any request for hearing shall detail reasons why such issues can not be adequately addressed in written comments.

(5) A copy of such comments and requests for hearing shall simultaneously be sent to counsel as follows: Edward L. Flippen, Esquire, McGuire, Woods, Battle & Boothe, LLP, One James Center 901 E. Cary Street, Richmond, Virginia 23219.

(6) The Commission Staff shall review the petition and shall file, on or before August 6, 1999, a report detailing the results of its investigation.

(7) Petitioners shall respond to written interrogatories within ten (10) calendar days after receipt of same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.

(8) All future discovery issues are assigned to a Commission Hearing Examiner for resolution. The Hearing Examiner is directed to establish appropriate procedures to resolve discovery issues as they arise.

(9) On or before June 21, 1999, the Petitioners shall complete publication of the following notice as display advertising, not classified, twice a week for two consecutive weeks in newspapers of general circulation in their service territories:

NOTICE OF THE JOINT PETITION OF
DOMINION RESOURCES, INC. AND
CONSOLIDATED NATURAL GAS COMPANY
FOR APPROVAL OF AGREEMENT AND PLAN OF MERGER
CASE NO. PUA990020

Dominion Resources, Inc. ("DRI") and Consolidated Natural Gas Company ("CNG") (collectively "the Petitioners") filed a petition with the State Corporation Commission requesting approval of a proposed transaction which would result in CNG becoming a wholly owned subsidiary of DRI. The petition, if approved, would result in Virginia Natural Gas ("VNG"), a subsidiary of CNG, being an indirect subsidiary of DRI.

A copy of the above-referenced petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building,

1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the Petition, at no charge, by requesting a copy in writing from Petitioners counsel at the address noted below.

Comments on this petition or requests for hearing on this petition, must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before July 13, 1999, and any request for hearing shall provide an explanation of why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA990020. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Edward L. Flippen, Esquire, McGuire, Woods, Battle & Boothe, LLP, One James Center, 901 E. Cary Street, Richmond, Virginia 23219.

If no sufficient requests for hearing are received, a formal hearing may not be held.

DOMINION RESOURCES, INC. and CONSOLIDATED NATURAL GAS COMPANY

(10) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or town or equivalent officials in counties, towns and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(11) On or before June 30, 1999, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (9) and (10).